IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION.

COMPANY PETITION No.781/2006.
CONNECTED WITH
COMPANY APPLICATION No. 1158/2006.

In the matter of Sections 78 and 100, 391 and 394 of the Companies Act, 1956.

And

In the matter of Scheme of Arrangmenet between RRR Computech (India) Private Limited.

A and M Communications Pvt. Ltd. ..Petitioner.

Mr Hemant Sethi i/b Hemant Sethi & Co. for the Petitioner.

Mr C. J. Joy i/b Pankaj Kapoor, R.D., present.

CORAM: V.C. DAGA,J.

DATED: 9TH FEBRUARY,2007.

P.C.:-

1. The petitioner company has filed this petition to sanction the arrangement between "RRR Computech (India) Private Limited", (hereinafter referred to as "the Transferor Company") and "A and M Communications Private Limited" (hereinafter referred to as "the Transferee Company" or " the petitioner Company") under Sections 391 and 394 of the Companies Act, 1956. Perused petition.

2. On receipt of the petition, this Court

has directed to advertise the same stating the date of hearing of the Petition in daily newspapers "Free Press Journal" and "Navshakti" which the petitioner has published as stated in it's affidavit dated 12th January, 2007. The petitioner has also annexed the true copy of the latest audited Balance Sheet of the Petitioner Company as of 31st March, 2006. The petitioner has thus, complied the requisite statutory provisions under Sections 78 read with Sections 100 to 103 of the Companies Act,1956.

3. The Regional Director has filed an affidavit dated 2nd February, 2007 and referred to the report of the Registrar of Companies, stated that the Scheme is not prejudicial to the interest of creditors and shareholders and public. As such, he has no objection to accept the Scheme. He has further pointed out that Petitioner Company i.e. "A and M Communications Pvt. Ltd." has filed a petition seeking approval to the Scheme of Arrangement is pending in Andhra Pradesh High Court (Hyderabad).

4. In the above view of the matter, subject to the orders of the Andhra Pradesh High

Court, the petition is made absolute in terms of prayer clause (a) and (b) subject to payment of cost to Regional Director quantified @ Rs. 2,500/-.

5. All concerned including Registrar of Companies to act on an ordinary copy of this order and Scheme annexed to the petition, duly authenticated by the Company Registrar.

Filing of drawn up order is dispensed with.

[V.C.DAGA,J]